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TALLAHASSEE, FLORIDA

12/18/14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: REGAL ONE CORPORATION

DOCUMENT NUMBER: 2200842

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher Dieterich
Name of Contact Person

Dieterich & Associates
Firm/ Company

11835 West Olympic Boulevard, Suite 1235
Address

Los Angeles, California 90064
City/ State and Zip Code

venturelaw@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher Dieterich at (310) 312.6888
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ☒ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
2014 DEC 16 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGAL ONE CORPORATION

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

______________________________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent ______________________________

____
(Florida street address)

New Registered Office Address: ______________________________, Florida ____________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________
2) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________
3) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________
4) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________
5) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________
6) ☐ Change	______	______________	______________
☐ Add			______________
☐ Remove			______________

E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary*). *(Be specific)*

Amending Certificate of Designation for Series B preferred shares (attached)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(*if not applicable, indicate N/A*)

N/A

The date of each amendment(s) adoption: November 20, 2014, if other than the date this document was signed.

Effective date if applicable: November 20, 2014

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☑ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ______________________________."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated December 9, 2014

Signature ______________________

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

C.J. Newman

(Typed or printed name of person signing)

President

(Title of person signing)

AMENDMENT TO
CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS
OF
SERIES B VOTING NON-REDEEMABLE, CONVERTIBLE PARTICIPATING
PREFERRED STOCK
NO PAR VALUE PER SHARE
OF
REGAL ONE CORPORATION

Pursuant to Section 607.047 of the
Florida General Corporation Act

I, Charles J. Newman, Chairman of the Board of Regal One Corporation (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Florida,

DO HEREBY CERTIFY:

That the following sections of the original Certificate of Designations, filed on August 2, 1995, are amended as follows:

FIRST: The Corporation's certificate of incorporation (the "Certificate of Incorporation"), authorizes the issuance of 50,000,000 shares of Preferred Stock, no par value per share ("Preferred Stock"), in one or more series, and further authorizes the Board of Directors from time to time to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Certificate of Incorporation and to determine with respect to each such series of Preferred Stock the voting powers, rights, and the qualification, limitations and restrictions appertaining thereto. There are0 shares of Series A Preferred Stock and 100,000 shares of Series B Preferred Stock issued an outstanding and 49,900,000 authorized but unissued shares of Preferred Stock as of the date hereof.

...

A. Designation and Number.

The designation of voting convertible, participating, Preferred Stock created by this Certificate of Designations shall be Series B Voting Non-Redeemable Convertible, Participating Preferred Stock, no par value per share (the "Series B Preferred Stock"), of Regal One Corporation, a Florida corporation (the "Corporation"), and the number of shares constituting such class shall be 100,000 shares, which number may be increased or decreased (but not below the number of shares of Series B Preferred Stock then outstanding) from time to time by the board of directors of the Corporation (the "Board of Directors"). The Series B Preferred Stock shall rank equal to the Common Stock, with respect to any payment or distribution to be made to the holders of the Corporation's capital stock upon the liquidation, dissolution or winding up of the Corporation as provided in this Certificate of Designations.

B. Voting Rights.

(i) Holders of shares of Series B Preferred Stock shall be entitled to voting rights equivalent to 1 vote per share of Series B Preferred Stock for each vote to which a share of Common Stock shall be entitled. Shares of the Series B Preferred Stock shall at no time be entitled, as a series, class or otherwise, to any additional, other or special or restrictive voting rights of any kind whatsoever, except only as and when and to the extent required by law, and except for the special voting rights set forth in the following Subparagraph B(ii).

(ii) In addition to any o0ther rights provided by law, so long as any Series B Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of more than fifty percent (50%) of the Series B Preferred Shares outstanding (excluding treasury shares), voting as a separate series:

(a) increase the authorized number of shares of Series B Preferred Stock;

(b) amend, alter or repeal any of the preferences ore rights of the Series B Preferred Stock; or

(c) authorize any reclassification of the Series B Preferred Stock.

C. Dividend Rights.

None.

D. Liquidation Rights.

None.

...

IN WITNESS WHEREOF, Regal One Corporation has caused this Amendment to the Certificate of Designations to be signed by its President, and attested to by its Secretary, this 20th day of November, 2014.

REGAL ONE CORPORATION
A Florida corporation

By:
Name: Charles J. Newman
Title: Chairman of the Board and President

ATTEST:

Name: Charles J. Newman
Title: Secretary